

Section 13

Financial Assurance



**LEXON INSURANCE
COMPANY**

INCREASE RIDER

To be attached to and form a part of Performance, Bond
Number 1021799, dated April 29, 2014, issued for Clean Earth of New Castle, LLC
(hereinafter called the Principal), issued by Lexon Insurance Company, (hereinafter
called the Surety), in favor of Department of Natural Resources & Environmental Control, an agency of the State of Delaware, (hereinafter
called the Obligee).

It is understood and agreed that the Bond is changed or revised in the particulars as indicated below:

The referenced Bond is **INCREASED**

From Eight Hundred Thirty Seven Thousand and 00/100ths Dollars (\$837,000.00)

To Eight Hundred Forty-Nine Thousand One Hundred Sixty Four and 83/100ths Dollars (\$849,164.83)

Said Bond shall be subject to all its terms, conditions, and limitations, except as herein expressly
modified.

This bond Rider shall become effective April 10, 2015.

IN WITNESS WHEREOF, Lexon Insurance Company has caused its corporate seal to be hereunto affixed
this 10th day of April, 2015.

Lexon Insurance Company
(Surety)

BY: 

Mark D. Pichowski, Attorney-In-Fact

Clean Earth of New Castle, LLC

(Principal)

BY: 

Name: Christopher Dods

Title: President

Lexon Insurance Company

KNOW ALL MEN BY THESE PRESENTS, that LEXON INSURANCE COMPANY, a Texas Corporation, with its principal office in Dallas, Texas, does hereby constitute and appoint: Mark D. Pichowski, Todd George, Nancy L. Sheinberg its true and lawful Attorney(s)-In-Fact to make, execute, seal and deliver for, and on its behalf as surety, any and all bonds, undertakings or other writings obligatory in nature of a bond.

This authority is made under and by the authority of a resolution which was passed by the Board of Directors of LEXON INSURANCE COMPANY on the 1st day of July, 2003 as follows:

Resolved, that the President of the Company is hereby authorized to appoint and empower any representative of the Company or other person or persons as Attorney-In-Fact to execute on behalf of the Company any bonds, undertakings, policies, contracts of indemnity or other writings obligatory in nature of a bond not to exceed \$ 25,000,000.00, Twenty Five Million dollars, which the Company might execute through its duly elected officers, and affix the seal of the Company thereto. Any said execution of such documents by an Attorney-In-Fact shall be as binding upon the Company as if they had been duly executed and acknowledged by the regularly elected officers of the Company. Any Attorney-In-Fact, so appointed, may be removed for good cause and the authority so granted may be revoked as specified in the Power of Attorney.

Resolved, that the signature of the President and the seal of the Company may be affixed by facsimile on any power of attorney granted, and the signature of the Assistant Secretary, and the seal of the Company may be affixed by facsimile to any certificate of any such power and any such power or certificate bearing such facsimile signature and seal shall be valid and binding on the Company. Any such power so executed and sealed and certificate so executed and sealed shall, with respect to any bond of undertaking to which it is attached, continue to be valid and binding on the Company.

IN WITNESS THEREOF, LEXON INSURANCE COMPANY has caused this instrument to be signed by its President, and its Corporate seal to be affixed this 21st day of September, 2009.



LEXON INSURANCE COMPANY

BY
David E. Campbell
President

ACKNOWLEDGEMENT

On this 21st day of September, 2009, before me, personally came David E. Campbell to me known, who be duly sworn, did depose and say that he is the President of LEXON INSURANCE COMPANY, the corporation described in and which executed the above instrument; that he executed said instrument on behalf of the corporation by authority of his office under the By-laws of said corporation.



AMY L. TAYLOR
Notary Public- State of Tennessee
Davidson County
My Commission Expires 01-09-16

BY
Amy L. Taylor
Notary Public

CERTIFICATE

I, the undersigned, Assistant Secretary of LEXON INSURANCE COMPANY, A Texas Insurance Company, DO HEREBY CERTIFY that the original Power of Attorney of which the forgoing is a true and correct copy, is in full force and effect and has not been revoked and the solutions as set forth are now in force.

Signed and Seal at Mount Juliet, Tennessee this 10th Day of April, 2015.



BY
Andrew Smith
Assistant Secretary

WARNING: Any person who knowingly and with intent to defraud any insurance company or other person, files and application for insurance of claim or any materially false information, or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime and subjects such person to criminal and civil penalties."

PERFORMANCE BOND

Date bond executed: April 29, 2014

Effective date: April 29, 2014

Principal: Clean Earth of New Castle, LLC
94 Pyles Lane
New Castle, DE 19720

Type of organization: Limited Liability Company

State of incorporation: Delaware

Surety(ies): Lexon Insurance Company
10002 Shelbyville Road, Suite 100
Louisville, KY 40223-2979

Name, address, and closure and/or post closure amount(s) for each facility guaranteed by this bond (indicate closure and post-closure amounts separately);

Clean Earth of New Castle, LLC
94 Pyles Lane, New Castle, DE 19720

Closure Amount: \$837,000
Post Closure Amount: \$0

Total penal sum of bond: \$ 837,000

Surety's bond number: 1021799

Know All Persons By These Presents, That we, the Principal and Surety(ies) hereto are firmly bound to the Department of Natural Resources and Environmental Control, an agency of the State of Delaware, (hereinafter called DNREC), in the above penal sum for the payment of which we bind ourselves, our heirs, executors, administrators, successors, and assigns jointly and severally; provided that, where the Surety(ies) are corporation acting as co-sureties, we the Sureties, bind ourselves in such sum "jointly and severally" only for the purpose of allowing a joint action or actions against any or all of us, and for all other purposes each Surety binds itself, jointly and severally with the Principal, for the payment of such sum only as is set forth opposite the name of such Surety, but if no limit of liability is indicated, the limit of liability shall be the full amount of the penal sum.

Whereas said Principal is required, under the State Statute, to have a permit in order to own or operate each solid waste management facility identified above, and

Whereas said Principal is required to provide financial assurance for closure, or closure and post-closure care as a condition of the Permit No. SW02A16, and

Whereas said Principal shall establish a standby trust as is required when a surety bond is used to provide such financial assurance;

Now, therefore, the conditions of this obligation are such that if the Principal shall faithfully perform closure, whenever required to do so, of each facility for which this bond guarantees closure, in accordance with the closure plan and other requirements of the Permit No. SW02A16 as such plan and

Permit No. SW02A16 may be amended, pursuant to all applicable laws, statutes, rules, and regulations as such laws, statutes, rules, and regulations may be amended.

And, if the Principal shall faithfully perform post-closure care of each facility for which this bond guarantees post-closure care, in accordance with the post-closure plan and other requirements of the Permit No. SW02A16 as such plan and Permit No. SW02A16 may be amended, pursuant to all applicable laws, statutes, rules and regulations as such laws, statutes, rules, and regulations may be amended.

Or, if the Principal shall provide alternate financial assurance as specified in Section 4.1.11 of the State of Delaware Regulations Governing Solid Waste, and obtain the DNREC Secretary's written approval of such assurance, within 90 days after the date notice of cancellation is received by both the Principal and the DNREC Secretary from the Surety(ies), then this obligation shall be null and void, otherwise it is to remain in full force and effect.

The Surety(ies) shall become liable on this bond obligation only when the Principal has failed to fulfill the conditions described above. Upon notification by the DNREC Secretary that the Principal has been found in violation of the closure requirements, for a facility for which this bond guarantees performance of closure, the Surety(ies) shall either perform closure in accordance with the closure plan and other Permit No. SW02A16 requirements or place the closure amount guaranteed for the facility into the standby trust fund as directed by the DNREC Secretary.

Upon notification by the DNREC Secretary that the Principal has been found in violation of the post-closure requirements for a facility for which this bond guarantees performance of post-closure care, the Surety(ies) shall either perform post-closure care in accordance with the post-closure plan and other Permit No. SW02A16 requirements or place in post-closure amount guaranteed for the facility into the standby trust fund as directed by the DNREC Secretary.

Upon notification by the DNREC Secretary that the Principal has failed to provide alternate financial assurance as specified in Section 4.1.11 of the State of Delaware Regulations Governing Solid Waste, and obtain written approval of such assurance from the DNREC Secretary during the 90 days following receipt by both the Principal and the DNREC Secretary of a notice of cancellation of the bond, the Surety(ies) shall place funds in the amount guaranteed for the facility(ies) into the standby trust fund as directed by the DNREC secretary.

The surety(ies) hereby waive(s) notification of amendments to closure plans, permits, approvals, applicable laws, statutes, rules, and regulations and agrees that no such amendment shall in any way alleviate its (their) obligation on this bond.

The liability of the Surety(ies) shall not be discharged by any payment or succession of payments hereunder, unless and until such payment or payments shall amount in the aggregate to the penal sum of the bond, but in no event shall the obligation of the Surety(ies) hereunder exceed the amount of said penal sum.

The Surety(ies) may cancel the bond by sending notice of cancellation by certified mail to the owner or operator and to the DNREC Secretary, provided, however, that cancellation shall not occur during the 120 days beginning on the date of receipt of the notice of cancellation by both the Principal and the DNREC Secretary as evidenced by the return receipts.

The principal may terminate this bond by sending written notice to the Surety(ies), provided, however, that no such notice shall become effective until the Surety(ies) receive(s) written authorization for termination of the bond by the DNREC Secretary.

Principal and Surety(ies) hereby agree to adjust the penal sum of the bond yearly so that it guarantees a new closure and/or post closure amount, provided that the penal sum does not increase by more than

20 percent in any one year, and no decrease in the penal sum takes place without the written permission of the DNREC Secretary.

In Witness Whereof, The Principal and Surety(ies) have executed this Performance Bond and have affixed their seals on the date set forth above.

Principal: Clean Earth of New Castle, LLC
94 Pyles Lane
New Castle, DE 19720



Christopher Dods, President

Affix Corporate Seal

Corporate Surety: Lexon Insurance Company
10002 Shelbyville Road, Suite 100
Louisville, KY 40223-2979

State of incorporation: Texas

Liability limit: \$ 4,397,000



Mark D. Pichowski, Attorney-In-Fact

Corporate Seal

Bond premium: \$ 25,110

POWER OF ATTORNEY

LX - 92184

Lexon Insurance Company

KNOW ALL MEN BY THESE PRESENTS, that LEXON INSURANCE COMPANY, a Texas Corporation, with its principal office in Louisville, Kentucky, does hereby constitute and appoint: Mark D. Pichowski, J. Raymond Bouchard, Todd George, *****

Nancy Sheinberg, *****

its true and lawful Attorney(s)-In-Fact to make, execute, seal and deliver for, and on its behalf as surety, any and all bonds, undertakings or other writings obligatory in nature of a bond.

This authority is made under and by the authority of a resolution which was passed by the Board of Directors of LEXON INSURANCE COMPANY on the 1st day of July, 2003 as follows:

Resolved, that the President of the Company is hereby authorized to appoint and empower any representative of the Company or other person or persons as Attorney-In-Fact to execute on behalf of the Company any bonds, undertakings, policies, contracts of indemnity or other writings obligatory in nature of a bond not to exceed \$2,500,000.00, Two-million five hundred thousand dollars, which the Company might execute through its duly elected officers, and affix the seal of the Company thereto. Any said execution of such documents by an Attorney-In-Fact shall be as binding upon the Company as if they had been duly executed and acknowledged by the regularly elected officers of the Company. Any Attorney-In-Fact, so appointed, may be removed for good cause and the authority so granted may be revoked as specified in the Power of Attorney.

Resolved, that the signature of the President and the seal of the Company may be affixed by facsimile on any power of attorney granted, and the signature of the Vice President, and the seal of the Company may be affixed by facsimile to any certificate of any such power and any such power or certificate bearing such facsimile signature and seal shall be valid and binding on the Company. Any such power so executed and sealed and certificate so executed and sealed shall, with respect to any bond of undertaking to which it is attached, continue to be valid and binding on the Company.

IN WITNESS THEREOF, LEXON INSURANCE COMPANY has caused this instrument to be signed by its President, and its Corporate Seal to be affixed this 21st day of September, 2009.



LEXON INSURANCE COMPANY

BY

David E. Campbell
President

ACKNOWLEDGEMENT

On this 21st day of September, 2009, before me, personally came David E. Campbell to me known, who being duly sworn, did depose and say that he is the President of LEXON INSURANCE COMPANY, the corporation described in and which executed the above instrument; that he executed said instrument on behalf of the corporation by authority of his office under the By-laws of said corporation.

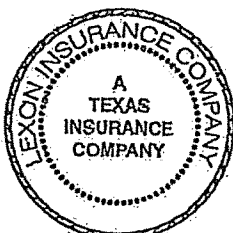
"OFFICIAL SEAL"
MAUREEN K. AYE
Notary Public, State of Illinois
My Commission Expires 09/21/13

Maureen K. Aye
Notary Public

CERTIFICATE

I, the undersigned, Secretary of LEXON INSURANCE COMPANY, A Texas Insurance Company, DO HEREBY CERTIFY that the original Power of Attorney of which the foregoing is a true and correct copy, is in full force and effect and has not been revoked and the resolutions as set forth are now in force.

Signed and Sealed at Woodridge, Illinois this 29th Day of April, 2014.



Donald D. Buchanan
Secretary

"WARNING: Any person who knowingly and with intent to defraud any insurance company or other person, files an application for insurance or statement of claim containing any materially false information, or conceals for the purpose of misleading, information concerning any fact material thereto, commits a fraudulent insurance act, which is a crime and subjects such person to criminal and civil penalties."

ATTACHMENT 3
TRUST AGREEMENT SCHDULE A AND B

REVISED SCHEDULE B

Resource Recovery Facility	SW02A16
Name	Clean Earth of New Castle, LLC
Address	94 Pyles Lane New Castle, DE 19720
Closure Cost Estimate	\$849,164.83

SCHEDULE B

Performance Bond for Closure and/or Post Closure No. 1021799 initially issued on April 29, 2014 (revised April 10, 2015) by Lexon Insurance Company, 10002 Shelbyville Road, Suite 100, Louisville, KY 40223-2979 in the amount of \$849,164.83.

ATTACHMENT 4
CERTIFICATE OF LIABILITY INSURANCE



CLEAEAR-01 EMOR139505

CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

3/11/2015

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER The Addis Group LLC 2500 Renaissance Blvd. Suite 100 King Of Prussia, PA 19406	CONTACT NAME:		
	PHONE (A/C, No, Ext): (610) 279-8550	FAX (A/C, No): (610) 279-8543	
INSURED Clean Earth, Inc. 334 South Warminster Road Hatboro, PA 19040	E-MAIL ADDRESS:		
	INSURER(S) AFFORDING COVERAGE		NAIC #
	INSURER A : Ironshore Specialty Ins. Co.		25445
	INSURER B : Praetorian Insurance Company		37257
	INSURER C : American Zurich Insurance Co.		40142
	INSURER D :		
	INSURER E :		
INSURER F :			

COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PROJECT <input type="checkbox"/> LOC OTHER:			001087003	06/30/2014	06/30/2015	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 500,000 MED EXP (Any one person) \$ 25,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000
	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> NON-OWNED AUTOS			PICIS0001476	06/30/2014	06/30/2015	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
A	UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$			001087103	06/30/2014	06/30/2015	EACH OCCURRENCE \$ 5,000,000 AGGREGATE \$ 5,000,000
C	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N	N/A	WC8196476-04	03/01/2015	03/01/2016	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTHER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
A	Ctrctrs Pollution			001087003	06/30/2014	06/30/2015	Limit 1,000,000
A	Poll Legal/Profess			001087003	06/30/2014	06/30/2015	Poll Ded 100,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)
Umbrella Policy covers over Pollution Policy

CERTIFICATE HOLDER

CANCELLATION

Evidence of Coverage	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
	AUTHORIZED REPRESENTATIVE

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ADDITIONAL REMARKS SCHEDULE

Page 1 of 1

AGENCY The Addis Group LLC		NAMED INSURED Clean Earth, Inc. 334 South Warminster Road Hatboro, PA 19040
POLICY NUMBER SEE PAGE 1		
CARRIER SEE PAGE 1	NAIC CODE SEE P 1	
		EFFECTIVE DATE: SEE PAGE 1

ADDITIONAL REMARKS

THIS ADDITIONAL REMARKS FORM IS A SCHEDULE TO ACORD FORM,

FORM NUMBER: ACORD 25 FORM TITLE: Certificate of Liability Insurance

Remarks:

Named Insured

Advanced Remediation & Disposal Technologies of Delaware, LLC

Allied Environmental Group, LLC

**AES Asset Acquisition Corporation d/b/a AES Environmental, LLC d/b/a American Transportation Solutions, LLC

Clean Earth of Carteret, LLC

Clean Earth Dredging Technologies, LLC

Clean Earth Environmental Services, Inc.

Clean Earth of Georgia, LLC

Clean Earth of Greater Washington, LLC

Clean Earth of Maryland, LLC

Clean Earth of New Castle, LLC

Clean Earth of North Jersey, Inc.

Clean Earth of Philadelphia, LLC

Clean Earth of Southeast Pennsylvania, LLC

Clean Earth of Southern Florida, LLC

Clean Earth of Williamsport, LLC

AES Asset Acquisition Corporation Workers Compensation Policy is with Great Divide Insurance Company (NAIC #25224), Policy Number WCA2012175-10, Policy Period 7-8-14 through 7-8-15.